

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

June 27, 2001

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23523-D FILED

JUN 27 '01 12-29 PM

TS  
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2001-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (BNSF 2001-A), dated as of June 28, 2001, among Allfirst Bank, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2001-A), dated as of June 28, 2001, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	Allfirst Bank 25 South Charles Street MC 101-591 Baltimore, Maryland 21201
Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 45 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks BNSF 5306 through BNSF 5352; as specifically described in Exhibit A attached hereto.

1230752.01.02  
1535632

Law Offices of  
CHAPMAN AND CUTLER

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (BNSF 2001-A) among Allfirst Bank, as Indenture Trustee and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C. 20016-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	45	BNSF 5306 through BNSF 5308, inclusive, BNSF 5310, BNSF 5312 through BNSF 5352, inclusive

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 2001-A)**

Memorandum of Lease Assignment, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

**W I T N E S S E T H:**

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2001-A), dated as of June 1, 2001, and Lease Supplement No. 1 thereto, dated June 28, 2001, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on June \_\_, 2001 at \_\_\_\_\_.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2001-A), dated as of June 1, 2001, and Trust Indenture Supplement No. 1 thereto, dated June 28, 2001, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Allfirst Bank, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on June \_\_, 2001 at \_\_\_\_\_.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

1230752.01.02  
1535632

RECORDATION NO. 23523-D FILED

JUN 27 '01 12:29 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By   
Name: Anita Dallago  
Title: Financial Services Officer

Executed on this 20<sup>th</sup> day of June, 2001.

ALLFIRST BANK

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2001.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2001.

ALLFIRST BANK

By Robert D. Brown  
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of June, 2001.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 22<sup>nd</sup> day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallego, who being by me duly sworn, says that (s)he is the Financial Services of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20<sup>th</sup> 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Feb 2, 2005  
Residing in Wilmington DE

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of ALLFIRST BANK, that said instrument was signed on June \_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Maryland )  
 ) SS.:  
City  
COUNTY OF Baltimore )

On this, the 20<sup>th</sup> day of June, 2001, before me, a Notary Public in and for said City ~~County~~ and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on June 20, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Deborah K. Bailey  
Name:  
Notary Public  
My Commission Expires: 4/13/2002  
Residing in Baltimore, MD



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	45	BNSF 5306 through BNSF 5308, inclusive, BNSF 5310, BNSF 5312 through BNSF 5352, inclusive